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SURFACE TRANSPORTATION BOARD
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June 18, 2012

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Release of Security Agreement, a secondary document, dated as of June 18, 2012. The primary document to which this is connected is recorded under Recordation No. 29112. We request that one copy of this document be recorded under Recordation No. 29112-A.

The name and address of the party to the Release of Security Agreement is:

Secured Party:

Fifth Third Bank
38 Fountain Square Plaza
Cincinnati, OH 45263

A description of the equipment covered by the Release of Security Agreement consists of two locomotives numbered UCRY 3104 and 8501 and one Jackson Tamper numbered 153441.

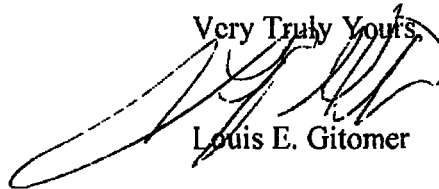
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

Ms. Cynthia T. Brown
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A short summary of the document to appear in the index follows: a Release of Security Agreement by Fifth Third Bank, 38 Fountain Square Plaza, Cincinnati, OH 45263, covering two locomotives numbered UCRY 3104 and 8501 and one Jackson Tamper numbered 153441.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. Gitomer', is written over the typed name. The signature is fluid and cursive, with a large loop at the end.

Louis E. Gitomer

Enclosure

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RELEASE OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

This Release of Security Agreement, dated as of June 18, 2012, is made by Fifth Third Bank ("Fifth Third"), as secured party.

WHEREAS, Fifth Third, as secured party, and Utah Central Railway Company, as debtor, entered that certain Master Loan and Security Agreement dated as of March 4, 2010, Promissory Note No. 001 dated as of March 4, 2010, and Memorandum of Security Agreement dated as of March 4, 2010 that was recorded at the Surface Transportation Board on March 4, 2010 under Recordation No. 29112 (all collectively referred to as the "Security Agreement") for two locomotives numbered UCRY 3104 and 8501 and one Jackson Tamper numbered 153441 (the "Equipment"); and

WHEREAS, as of the date hereof, all amounts due for the Equipment under the Security Agreement have been paid in full.

NOW THEREFORE, For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Fifth Third has released and discharged, and by these presents hereby terminates said Security Agreement with respect to the Equipment, and releases and discharges all the Equipment from all liens held by Fifth Third created or described in the Security Agreement and any renewals or extensions thereof.

FIFTH THIRD BANK

By: Randy Wilcox
Title: AVP

STATE OF OHIO)
) ss.
County of Hamilton)

On this 12 day of June 2012, before me, Elaine Ellis, the undersigned Notary Public, personally appeared Harry Whitcomb personally known to me to be the person who executed the within instrument as ATP on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



Elaine Ellis
Notary Public for DAIO
My Commission expires 7.4.12

ELAINE ELLIS
Notary Public, State of Ohio
My Commission Expires Sept. 14, 2012